

**UNANIMOUS WRITTEN CONSENT OF THE DIRECTORS OF EQUILIBRE
BIOPHARMACEUTICALS, INC.**

The undersigned, constituting the Board of Directors (hereinafter referred to as the “Board”) of Equilibre Biopharmaceuticals, Inc., a Delaware corporation (the “Company”), hereby waive the notice, calling and holding of a meeting of the Board, and in lieu of such meeting, in accordance with the Company’s By-Laws and Delaware General Corporation Law, do hereby consent to, adopt and authorize and approve the following resolutions and the actions specified therein, and direct that this Written Consent be filed with the minutes of the proceedings of the Board;

WHEREAS, the Board has considered the financial and operational conditions of the Company’s business, including any potential sales of the Company or its assets; and

WHEREAS, the Board has reviewed, considered, and received the recommendation of senior management of the Company and advice of the Company’s professionals and advisors with respect to the options available to the Company, including the possibility of pursuing a bankruptcy proceeding under Chapter 7 of Title 11 of the United States Code (as amended, the “Bankruptcy Code”);

NOW, THEREFORE, BE IT RESOLVED, that after consideration of the alternatives presented to it and the recommendations of senior management of the Company and the advice of the Company’s professionals and advisors, the Board has determined in its business judgment that it is in the best interest of the Company, its creditors, members and other interested parties, and stakeholders that a voluntary petition be filed by the Company under Chapter 7 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Petition”); and it is

FURTHER RESOLVED, that Steven N. Gordon, former COO and Chief Legal Officer, and Board Member (“Gordon”)¹, and any other officer or person designated and so authorized to act (collectively, the “Authorized Persons”) are, and each hereby is, authorized, empowered and directed to (a) execute, verify and file on behalf of the Company all documents necessary or appropriate in connection with the filing of said Bankruptcy Petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with the Bankruptcy Petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company’s Chapter 7 case; (c) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; provided that if any such expense cannot be borne out of the

¹ The Board recognizes that Gordon is acting on behalf of the Company as an accommodation to the Board, Company, and creditors. The Board has waived any claims against Gordon arising from such action or objections to Gordon’s standing to take such action.

Company's assets, Gordon shall seek approval of the Board before incurring such expense; and it is

FURTHER RESOLVED, that the Authorized Persons are, and each of them hereby is authorized and directed to employ the law firm of Geron Legal Advisors LLC as counsel to assist the Company in filing for relief under Chapter 7 of the Bankruptcy Code and in carrying out the Company's duties under Chapter 7 of the Bankruptcy Code, and the officers of the Company are hereby authorized and directed to execute retention agreements, pay retainers prior to, and immediately upon the bankruptcy case; and it is

FURTHER RESOLVED, that all instruments, agreements certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any officer in connection with the Chapter 7 case, or any further action to seek relief on behalf of the Company under Chapter 7 of the Bankruptcy Code, or in connection with the Chapter 7 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respect as the acts and deeds of the Company; and it is

FURTHER RESOLVED, that the acts, actions and transactions heretofore taken by the officers of the Company or Directors of the Company in the name of and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions, which acts, actions and transactions would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were adopted, be, and hereby are, ratified, confirmed, and approved in all aspects.


IN WITNESS WHEREOF, the undersigned, being all of the members of the Board, executed and delivered to the Company this Written Consent.

Dated: November 29, 2023


behalf of the Company or otherwise, as appropriate to effectuate or perform the purposes and intent of the foregoing resolutions.

* * * * *

IN WITNESS WHEREOF, the undersigned, constituting all the members of the Board have executed this Joint Unanimous Written Consent on or prior to the day and year first written above.

DocuSigned by:

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Philip Barach


DocuSigned by:

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Amanda Birdsey-Benson


DocuSigned by:

5EEC86147698496...


Steven N. Gordon

DocuSigned by:

B415E584D36941E...

Francois Maisonneuve

DocuSigned by:

4026017F76AC4A4...

Christina Ramirez

DocuSigned by:

368065A7A647479...

Peter M. Simon